

GELLER, GELLER, GARFINKEL & FISHER
ATTORNEYS AND COUNSELLORS AT LAW

BERNHARD GARFINKEL (1921-1997)
JOSEPH S. GELLER
STEVEN A. GELLER
PEGGY FISHER, P.A.

2411 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020

TELEPHONE
BROWARD: (954) 920-2300
DADE: (305) 949-6600
FAX: (954) 920-6885

OF COUNSEL
DAVID M. LAZARUS
NEIL J. ROULT, LLM

November 18, 1998

M37375

Secretary of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation,

Dear Sir/Madam:

I am enclosing for your attention, an original and one (1) copy each, of the following documents:

1. Articles of Amendment to Articles of Incorporation of Lazarus & Fisher, P.A.
2. Statement of Change of Registered Office or Registered Agent or both for Corporations.
3. Resolution by John D. Lazarus regarding his resignation from and corporate office.

I also enclose check # 2501 drawn by Lazarus & Fisher, P.A., in favor of Secretary of State, State of Florida, for \$70.00, your fees herein.

Pursuant to the telephone conversation of November 17, 1998, between an employees from your Department and my secretary, Thelma Callam, I understand that you will stamp one (1) copy each of the documents and return them to me confirming your receipt thereof.

If you have any questions or comments, please do not hesitate to contact me or my secretary, Thelma.

Sincerely,

PEGGY FISHER

PF/tc
Encs. (4)

Fisher.Peg\Corp\SOS.001

ROA Charge
11-30-98 DMS

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*****70.00 *****35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*** FILING FEE: \$35.00 ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: LAZARUS & FISHER, P.A.

2. The mailing address of the corporation is: 3250 Mary Street, Suite 400,
Coconut Grove, FL 33133

3. Date of incorporation/qualification: 08/26/86 Document number: M37375

4. The name and address of the current registered agent and office:

John D. Lazarus

3250 Mary Street, Suite 400

Coconut Grove, FL 33133

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

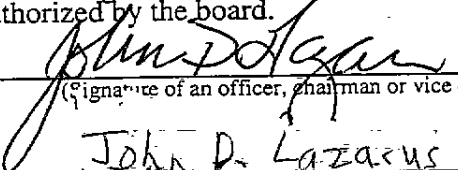
PEGGY FISHER, P.A.

2411 Hollywood Boulevard

Hollywood, FL 33020

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

10/2/98
(Date)

John D. Lazarus - P
(Printed or typed name and title)

10/2/98
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

10/2/98
(Date)

If signing on behalf of an entity:

PEGGY FISHER, P.A.
(Typed or Printed Name)

DIRECTOR

(Capacity)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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